



**AMERICAN
STOCK EXCHANGE®**
Equities Options ETFs

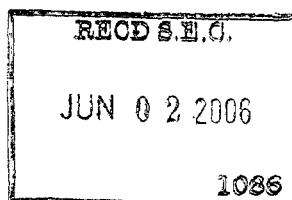


06037021

American Stock Exchange
85 Trinity Place
New York, NY 10006-1872

June 2, 2006

CERT AMX



1-32890

Mr. Brian Johnson
Branch Chief
Filer Support 2
Office of Filing Information
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Dear Mr. Johnson:

This is to certify that on May 25, 2006, the American Stock Exchange LLC (the "Exchange") received from HD Partners Acquisition Corporation (the "Registrant"), a copy of the Registrant's application on Form 8-A for the registration of the following securities:

Units, each consisting of one share of Common Stock and
One Common Stock Purchase Warrant

Common Stock, par value \$.001 per share

Common Stock Purchase Warrants

We further certify that the above described securities have been approved by the Exchange for listing and registration.

We understand that the Registrant is seeking immediate acceleration of the effective date of registration, and we hereby join in such request.

Sincerely,

Bryan Fischer
Director
Listing Qualifications Department

PROCESSED

JUN 12 2006 E

THOMSON
FINANCIAL

cc: Michael Midura
Chris E. Celano